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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

JACKSONVILLE SUPERBOWL HOST COMMITTEE, INC.

Certificate of Status	0
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Amended & Restated

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JACKSONVILLE SUPERBOWL HOST COMMITTEE, INC.
(A Not For Profit Corporation)

(Document Number N00000003671)

The corporation was incorporated on June 7, 2000 under the name JACKSONVILLE SUPERBOWL HOST COMMITTEE, INC. Pursuant to Sections 617.1002, 617.1006 and 617.1007, Florida Not For Profit Corporation Act, amended and restated Articles of Incorporation were approved by the unanimous written consent of the directors of the corporation effective as of March 27, 2002.

The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is Jacksonville Super Bowl Host Committee, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is P.O. Box 24726, Jacksonville, Florida 32241-4726.

Section 1.3 Mailing Address. The mailing address of the corporation is P.O. Box 24726, Jacksonville, Florida 32241-4726.

ARTICLE II

PURPOSES AND POWERS

Section 2.1 Purposes and Powers. The corporation is organized and shall be operated exclusively for the benefit of the public through the exercise of the following purposes and powers:

- (a) To serve in the capacity of the local organizing committee to promote, organize, support and produce National Football League Super Bowls for the Jacksonville area, including without limitation, Super Bowl XXXIX;

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(b) To develop, promote, assist and encourage professional and amateur sports programs and sporting events for the Northeast Florida area;

(c) To improve the economic business conditions of the Northeast Florida area by promoting and producing national or international competition in sports;

(d) To exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein;

(e) To purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents and to carry on its operations through its officers, employees and agents within or without the State of Florida;

(f) To engage in and transact any other lawful activity, solely in furtherance of the foregoing powers and purposes, for which corporations not for profit may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act; and

(g) To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.3 Names and Addresses of First Members of the Board of Directors. The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Thomas F. Petway III	P.O. Box 24726 Jacksonville, Florida 32241-4726
Peter S. Rummell	P.O. Box 24726 Jacksonville, Florida 32241-4726
T. Edward Austin, Jr.	P.O. Box 24726 Jacksonville, Florida 32241-4726

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IV LIMITATIONS

Section 4.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director or officer, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 of these Articles. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereinafter the "Internal Revenue Code").

ARTICLE V DISSOLUTION

Section 5.1 Dissolution. Upon the dissolution of the corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation

exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the aforesaid purposes of the corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of said Code.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE VII

INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Robert S. Bernstein, Esq.	200 Laura Street Jacksonville, Florida 32202

ARTICLE VIII

TERM OF EXISTENCE

Section 8.1 Term of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE IX

BYLAWS

Section 9.1 Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors.

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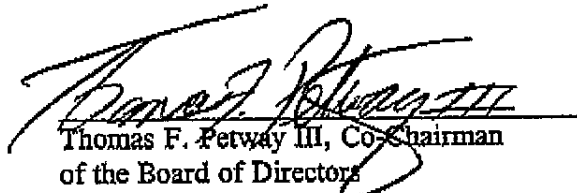
**ARTICLE X
AMENDMENT**

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

**ARTICLE XI
TAX EXEMPT STATUS**

Section 11.1 Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(6) of the Internal Revenue Code and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(6) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned director has executed these Amended and Restated Articles of Incorporation the 29th day of March, 2002.



Thomas F. Petway III, Co-Chairman
of the Board of Directors

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CERTIFICATE

The undersigned director of the corporation hereby certifies as follows: (a) this corporation has no members; and (b) the Board of Directors of this corporation has adopted the foregoing Amended and Restated Articles of Incorporation.

Dated: March 29, 2002.



Thomas F. Perway III, Co-Chairman
of the Board of Directors